TheBancorp™

Charter of the Risk Committee of the Board of Directors of The Bancorp, Inc.

I. Committee purpose & mandate

The Board of Directors ("the Board") of The Bancorp, Inc., and its subsidiary, The Bancorp Bank, National Association (collectively, "Bancorp" or the "Company") recognizes the importance of building a strong risk culture, evidenced by effective risk management practices and appropriate board oversight consistent with the duties and responsibilities of the Board. The Board recognizes that instilling this risk management culture and tone at the top is vital to managing the Company's day-to-day practices, with the goal of influencing the Company's employees in the performance of their responsibilities and will enable the Company to meet its strategic objectives. Toward that end, the Board has directed the formation of a Risk Committee (the "Committee") for the purposes set forth herein. The Board has identified qualified and independent directors, each of whom is deemed to possess the requisite professional, financial and/or regulatory skills and qualifications to carry out the provisions of this Charter in furtherance of the Board's commitment to an effective enterprise-wide risk management program.

II. Committee responsibilites

The Committee shall have the following responsibilities, powers and authorities:

A. Oversee the Company's risk management framework, which shall include the following specific responsibilities:

1. Ensure the appointment of a CRO for the Company who is given sufficient authority and resources (monetary, physical, and personnel) to administer an effective enterprise-wide risk management program based on the Company's risk profile.

2. Review and evaluate the adequacy of scope and effectiveness of the Company's overall enterprise-wide risk management program, including by:

a. Receiving information sufficient to evaluate the efficacy of Bancorp's key risk management policies, guidelines and programs aimed at monitoring Company Risks;

b. Comparing the Company's risk profile against the Company's risk appetite; and

c. Making recommendations to the Board regarding any recommended additions or modifications to the Company's enterprise-wide risk management program.

3. Ensure the appointment of the following additional risk-related officers: Compliance Officer, Bank Secrecy Act (BSA) Officer, Sanctions (OFAC) Officer and Cybersecurity Officer (and such other risk management officers as the Committee may deem

appropriate) each of whom has sufficient authority and resources (monetary, physical and personnel) to administer their respective risk management programs.

4. Review and periodically approve risk management programs implemented across the enterprise, and any material changes thereto, including but not limited to the *Compliance Risk Management Program, Know Your Customer (KYC) Program, Bank Secrecy Act (BSA) / Anti-Money Laundering (AML) Program (collectively the Financial Crimes Risk Management or "FCRM Program"), Sanctions Risk Management Program ("Sanctions Program"), Third-Party Risk Management (TPRM) Program, and the Cybersecurity Program* as well as other programs that the Committee may deem necessary to manage Company Risks. The Committee also reviews significant risks relating to Information Technology (IT) and related resiliency measures.
5. Periodically review and evaluate the scope and effectiveness of other key risk management policies, guidelines, programs, and practices, including but not limited to Model Risk Management ("MRM") and artificial intelligence ("AI") risk management practices, *and the annual Risk and Control Self-Assessment (RCSA) process.*
6. Receive quarterly reporting from management on significant emerging and strategic risks (including, but not limited to, regulatory, technology, macroeconomics, and geopolitical risks).
7. Perform an annual review and assessment of the adequacy of this Charter and the work of the Committee and recommend any proposed changes to the Board for approval.

B. Receive periodic risk management-related reports as the Committee may determine, including the following:

1. Reports from the CRO on the categories of Company Risks (whether arising directly or through a third party), including the exposures in each category, significant concentrations within those risk categories, the metrics used to monitor the exposures and management's views on the acceptable and appropriate levels of those risk exposures as set forth in the Company's enterprise-wide risk management program.
2. Reports from the Compliance Officer(s) on the status of the Company's implementation of its Compliance Risk Management Program, including any material updates or amendments thereto. Such reporting shall include information sufficient for the Committee to reasonably confirm that compliance risks are being effectively assessed and managed, including but not limited to:
    a. Customer complaints, including the process for gathering and investigating complaints, trend analysis, third-party complaint handling, complaint resolution, and emerging risks related thereto;
    b. "Error claims" as that term is defined in 12 C.F.R. § 1005.11(a) of Regulation E, including error claim volumes, and the Company's process for handling, monitoring and resolving all error claims received directly by the Bancorp or through a third party;
    c. Corrective action plans, including the status of remediation and restitution efforts undertaken by the Company directly or through a third-party to address any compliance violations or identified weaknesses, and planned follow-up testing to confirm completion of the same.

3. Reports from the CRO (or designee) on the status of the Company's implementation of its TPRM Program sufficient for the Committee to reasonably confirm that third-party risks are being adequately assessed and managed.
4. Reports from the BSA Officer and Sanctions (OFAC) Officer, respectively, on the status of the Company's implementation of its FCRM Program and its Sanctions Program and any material updates and/or changes thereto. Such reporting shall include quantitative and qualitative information as the Committee may require, sufficient for the Committee to reasonably confirm that FCRM and sanctions-related risks are being appropriately assessed, that the Company's FCRM Program and Sanctions Program are being effectively implemented on a risk-based basis, including suspicious activity report (SAR) filings, and such other information as may be required by applicable law or regulation.
5. Reports from the CRO (or designee) on the status of the Company's implementation of its MRM framework. Such reporting shall include information sufficient for the Committee to reasonably confirm that model risks are being effectively assessed and managed.
6. Reports from the Chief Information Officer (or designee) on the status of the Company's Information Technology (IT) risk management and resiliency program, including artificial intelligence (AI) risk management. Such reporting shall include information sufficient for the Committee to reasonably confirm that IT and AI-related risks are being effectively identified, assessed, and managed.
7. Reports from line of business management and heads of functional areas on any material risk-related matters, as appropriate.
8. Reports from other Company officers regarding significant supervisory pronouncements and/or changes to key regulatory policies related to risk management matters which may be material to the Company and its business practices.

C. Provide oversight to various treasury-related functions including but not limited to:
1. Review of reports from the Chief Financial Officer (or designee) concerning Bancorp's balance sheet structure, liquidity, deposit raising and funding activities, regulatory capital levels and capital structure.
2. Interface with and convene meetings in conjunction with the Audit Committee or such other committees of the Board as may be appropriate in order to ensure an enterprise-wide focus on risk management.

D. In the event of a significant stress event, receive reports from the CRO and management concerning the potential impact of a crisis on Bancorp's business and operations units and subsidiaries and review the recovery options to be pursued by management.

E. Perform any other duties or responsibilities expressly delegated to the Committee by the Board from time to time, and to consider and undertake such tasks or matters as the Chairman of the Board may request from time to time.

F. Report to the Board on a regular basis regarding Bancorp's current risk profile, the status of Bancorp's risk management framework, including the significant policies and practices employed to identify, evaluate and manage risks in Bancorp's business and operational units

and subsidiaries, as well as the overall adequacy of the Company's risk management function.

III. Committee membership

The Committee shall consist of at least three (3) members of the Board, a majority of which are deemed independent in accordance with the rules of the Nasdaq Stock Market. The Chair and members of the Committee shall be appointed by the majority of the Board based on recommendations from the Nominating and Governance Committee of the Board. The Chair and members of the Committee shall serve for such term or terms as the Board may determine or until earlier resignation. If the Board does not designate a Chair, the members of the Committee, by a majority vote, may designate a Chair. The majority of the independent directors of the full Board may remove any member from the Committee at any time with or without cause.

The Committee shall have a Chair who shall preside over each meeting, shall establish an agenda in cooperation with Company management, and shall perform such other functions as may be necessary on behalf of the Committee. The Committee shall maintain written minutes and a record of actions taken at each meeting.

IV. Committee reporting and accountability

The Committee is a standing committee of the Board. The purpose of the Committee is to assist the Board in fulfilling its responsibilities with respect to the following matters:

- Oversight of Bancorp's enterprise risk management framework, including management's efforts related to risk assessment and the implementation of policies, programs and practices used in identifying, assessing and managing the Company's risks, including but not limited to the following risk categories: strategic risk, reputational risk, credit risk, interest rate risk, liquidity risk, price risk, operational risk, and compliance risk (collectively, "Company Risks")
- Evaluation and assessment of Bancorp's business strategies and plans from an enterprise risk perspective;
- Oversight of the establishment of Bancorp's risk appetite and related tolerances through the approval of risk management standards and metrics related to the enterprise-wide risks facing the Company;
- Oversight of such other risk-related matters as the Board may direct.

The Committee's role is one of oversight, recognizing that Bancorp's management is responsible for the development and execution of the Company's risk management policies and programs. Company and subsidiary line of business and functional area managers are responsible (and serve as the first line of defense) for managing the Company Risks within their respective areas of responsibility. Bancorp's Chief Risk Officer ("CRO") oversees the overall risk management framework for Bancorp; this is an independent risk management function, which may provide guidance about risk governance processes, risk measurement, risk monitoring, risk control or mitigation and risk reporting (and serves as a second line of defense), and does not replace the duty of Bancorp's senior management within each line of business and functional

area to monitor and manage the enterprise-wide risks inherent within their respective areas of responsibility. It is further not the duty of the Committee to plan or conduct audits or assessments of the various risk-related functions subject to the Committee's oversight, as this is the responsibility of management, and particularly the Audit Function (which serves as a third line of defense).

The Committee has the authority to receive copies of regulatory examination reports pertaining to matters that are within the purview of the Committee and management's responses thereto. The Committee also has the authority to receive copies of internal audit reports and management's responses thereto. The Committee may, in its discretion, seek to engage with any regulatory authority of the Company and its subsidiaries.

The Committee has the authority, in its discretion, to retain special counsel, advisors, accounting experts, or other consultants and to consider from time to time any other matters which the Committee believes are required of it in keeping with its responsibilities. In its discretion, the Committee may obtain such professional external advice as it shall deem appropriate to take account of relevant experience outside the Company and challenge its analysis and assessment. Any such appointment shall be made through the Corporate Secretary, who shall be responsible, on behalf of the Committee, for the contractual arrangements and payment of fees by the Company.

The Committee is also authorized, as it considers appropriate, to delegate any of its responsibilities to subcommittees or individual members of the Committee to the extent not inconsistent with other sections of this Charter or applicable laws and regulations.

V. Meetings

The Committee shall meet with such frequency as it may consider appropriate, but in any event not less than quarterly. Unless otherwise provided in the Company's bylaws, the Committee shall be governed by the same rules regarding meetings (including meetings in person or by telephone or other similar communications equipment), action without meetings, notice, waiver of notice, and quorum and voting requirements as are applicable to the Board.

Members of the Committee shall remain informed of applicable enterprise risk management issues through ongoing director education and training to be obtained in such a manner as the Board may dictate from time to time. New members of the Committee shall be provided sufficient orientation and training to effectively carry out the responsibilities of the Committee.